SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act 1934

Date of Report: November 20, 1997

Titan Pharmaceuticals, Inc.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation)

0-27436	*94-3171940*
(Commission File Number)	*(IRS Employer Identification No.)*
400 Oyster Point Blvd., Suite 505,	*94080*
South San Francisco, California	*(Zip Code)*
(Address of principal executive offices)	

Registrant's telephone number, including area code: (415) 244-4990

Item 5. Other Events

On November 20, 1997, the Registrant entered into an agreement (the" Sublicense Agreement") with Novartis Pharma AG ("Novartis") pursuant to which the Registrant granted Novartis a sublicense for the worldwide (with the exception of Japan) development, manufacturing and marketing of the antipsychotic agent Iloperidone. The Registrant holds an exclusive license to Iloperidone pursuant to an agreement with Hoechst Marion Roussel, Inc. The Sublicense Agreement requires Novartis to pay the Registrant an upfront license fee of $20 million, of which $5 million in cash was paid on November 4, 1997 and $15 million in cash was paid on November 20, 1997 which included a $5 million equity investment in the Registrant's newly authorized Series D Convertible Preferred Stock (the "Preferred Shares"). An additional approximately $3 million in cash will be paid by Novartis as reimbursement of research and development costs incurred by the Registrant. The Sublicense Agreement provides for future payments by Novartis contingent upon the achievement of regulatory milestones as well as a royalty on net sales of the product. Novartis has assumed the clinical development, registration and marketing costs of Iloperidone.

The Preferred Shares were issued pursuant to an agreement (the "Stock Purchase Agreement") which provides for conversion of such shares into the Registrant's Common Stock at the option of Novartis at any time after January 29, 1999. The conversion price will be equal to the market price (as defined) during a period to be specified within the first two fiscal quarters of 1999 and is subject to a floor of $7.50 and a ceiling of $9.00. Accordingly, upon conversion of the Preferred Shares, the Registrant will issue a minimum of 555,555 and a maximum of 666,666 shares of Common Stock. The Stock Purchase Agreement provides that such shares may not be sold, transferred or assigned prior to November 19, 1999.

Reference is made to the related press release filed as Exhibit 20.1 hereto, which is incorporated by reference herein.

The following sets forth the condensed consolidated balance sheet of the Registrant at September 30, 1997 giving pro forma effect to the consummation of the Novartis transaction:

	Pro Forma

	At September 30, 1997(1)	Adjustments	Pro Forma at September 30, 1997
	(unaudited)		(unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 5,504,797	$23,000,000	$28,504,797
Short-term investments	500,000		500,000
Prepaid expenses and other current assets	332,956		332,956
Receivable from Ansan Pharmaceuticals, Inc.	232,004		232,004
Note receivable from Ansan Pharmaceuticals, Inc.	1,000,000		1,000,000
Total current assets	7,569,757		30,569,757
Furniture and equipment, net	284,378		284,378
Deferred financing costs	50,000		50,000
Other assets	18,350		18,350
	$ 7,922,485		$ 30,922,485

	At September 30, 1997(1)	Adjustments	Pro Forma at September 30, 1997
	(unaudited)		(unaudited)
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	$ 1,556,605		$ 1,556,605
Accrued legal fees	147,951		147,951
Accrued sponsored research	115,009		115,009
Other accrued liabilities	592,591		592,591
Total current liabilities	2,411,256		2,411,256
Commitments			
Minority interest - Series B preferred stock of Ingenex, Inc.	1,241,032		1,241,032
Guaranteed security value	5,500,000		5,500,000
Stockholders' equity (net capital deficiency):			
Common stock, at amounts paid in Series C preferred stock to be issued	49,622,782		49,622,782
Series D preferred stock	--	5,000,000	5,000,000
Additional paid-in capital	6,521,353		6,521,353
Deferred compensation	(501,280)		(501,280)
Deficit accumulated during the development stage	(56,872,658)	18,000,000	(38,872,658)
Total stockholders' equity (net capital deficiency)	(1,229,803)		21,770,197
	$ 7,922,485		$ 30,922,485

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(1) Reference is made to the Company's Quarterly Report on Form 10-QSB for the period ended September 30, 1997.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

20.1 Press Release dated November 20, 1997

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TITAN PHARMACEUTICALS, INC.

By: /s/ Louis R. Bucalo
Louis R. Bucalo, M.D.
President and Chief Executive Officer

Dated: November 20, 1997

Exhibit 20.1

Company Contact:
Louis R. Bucalo, M.D.
President & CEO
Titan Pharmaceuticals, Inc.
650-244-4990

Investor Contact:
Keith L. Lippert, Bruce Voss
Lippert/Heilshorn & Associates, Inc.
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TITAN PHARMACEUTICALS SIGNS GLOBAL AGREEMENT WITH NOVARTIS FOR DEVELOPMENT AND MARKETING OF THE ANTIPSYCHOTIC PRODUCT ILOPERIDONE

- Upfront $23 million payment includes $18 million in license fees and reimbursement of R & D costs, and $5 million equity investment -

- Phase III clinical studies to commence by year end -

SOUTH SAN FRANCISCO, California (November 20, 1997) - TITAN PHARMACEUTICALS, INC. (Nasdaq: TTNP, TTNPU and TTNPW) today announced the signing of an agreement with Novartis Pharma AG (Nasdaq: NVTSY) for the worldwide development, manufacturing and marketing, excluding Japan, of Titan's proprietary product Iloperidone, an antipsychotic agent in development for the treatment of schizophrenia and related disorders.

Titan will receive an upfront payment of $18 million in license fees and reimbursement of research and development costs, and a $5 million equity investment. In addition, Novartis will make milestone payments of $5 million upon the first submission of a New Drug Application ("NDA") to the U.S. Food and Drug Administration ("FDA") or European equivalent, and $10 million upon product approval. Novartis will fund Phase III clinical studies and registration costs for Iloperidone on a global basis (except Japan), and Titan will receive royalties on net sales of the product.

"The resources, development expertise and marketing strengths of Novartis represent an exceptional alliance opportunity for Iloperidone," says Louis R. Bucalo, M.D., Titan's President and CEO. "Phase III clinical studies are scheduled to begin by the end of 1997. Phase II data has shown excellent safety and efficacy, with limited side effects compared with alternative treatments currently being marketed."

In January 1997, Titan acquired an exclusive worldwide license to Iloperidone from Hoechst Marion Roussel, which originally developed the product.

Approximately 13 million people in the U.S. and Europe suffer from some form of schizophrenia, one of the most chronic and debilitating of all mental illnesses. For the vast

majority of sufferers, schizophrenia is a chronic condition with symptoms that persist for years or for an entire lifetime. These symptoms generally include visual and auditory hallucinations, delusions and emotional withdrawal. It is estimated that between 40% - 50% of schizophrenia patients are not sufficiently treated with conventional medication. Published reports estimate that the worldwide market for antipsychotic agents will exceed $4 billion by the year 2000.

"We are pleased to enter into this agreement with Titan," commented William Jenkins, M.D., Head of Novartis Clinical Development "and we are enthusiastic about the prospects for this potential new treatment for schizophrenia. Iloperidone complements our portfolio of marketed products and underlines our commitment to psychiatric therapies."

Novartis is a world leader in Life Sciences with its core businesses in Healthcare, Agribusiness and Nutrition. In 1996, Novartis Group sales in Life Sciences were 27.6 billion Swiss francs, of which 16.3 billion were in Healthcare, 7.6 billion in Agribusiness and 3.7 billion in Nutrition. The company annually invests more than 3 billion Swiss francs in research and development. Headquartered in Basel, Switzerland, Novartis employs 88,000 people in more than 100 countries around the world.

Titan Pharmaceuticals, Inc. is a biopharmaceutical company developing proprietary therapeutics for the treatment of nervous system disorders, cancer and other serious and life-threatening diseases. In addition to Iloperidone, the company has several other novel products in various stages of clinical and preclinical testing.

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"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995. The statements which are not historical facts contained in this release are forward-looking statements that involve risks and uncertainties including, but not limited to, the results of research and development efforts, the results of pre-clinical and clinical testing, the effect of regulation by the FDA and other agencies, the impact of competitive products, product development, commercialization and technological difficulties, and other risks detailed in the Company's Securities and Exchange Commission filings.